

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
STOCKHOLDER REPRESENTATIVE COMMITTEE,
on behalf of certain former stockholders of Lightship
Holding, Inc.,

Plaintiff,

-v-

ONE COMMUNICATIONS CORP., as successor
in interest to CTC COMMUNICATIONS
GROUP, INC.,

Defendant,

-and-

MELLON INVESTOR SERVICES, LLC,

Nominal Defendant.

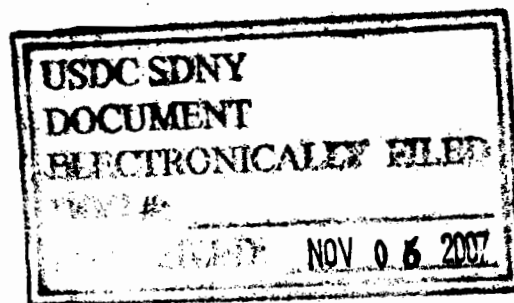
-----X
One Communications Corp., as successor in interest to
CTC Communications Group, Inc. and
CTC Communications Acquisition Corp.,

Counterclaim Plaintiff,

- v. -

JP Morgan SBIC LLC, Sixty Wall Street
SBIC Fund, L.P., The Megunticook Fund II, L.P.,
The Megunticook Side Fund II, L.P., Kevin O'Hare,
Jeffrey Koester, Mellon Investor Services LLC
as nominal defendant as escrow agent and
Verizon New England Inc. as defendant
on a declaratory judgment claim,

Counterclaim Defendants.



Civil Action No. 07 Civ. 5440
(Judge Swain)
(Magistrate Judge Peck)

STIPULATION AND ORDER

IT IS HEREBY STIPULATED AND AGREED by and between the undersigned parties by their respective counsel as follows:

1. The time period for any party who has not yet responded to answer, move or otherwise respond to Counterclaim Defendant Verizon New England, Inc.'s Counterclaim shall be extended to December 17, 2007.

2. The time period for any party who has not yet responded to answer, move or otherwise respond to One Communications Corp.'s Counterclaim shall be extended to December 17, 2007.

3. Counterclaim Defendant Verizon New England, Inc., admits by its undersigned counsel that it has been properly served with the Amended Answer and Counterclaim in the above-captioned matter and waives any and all defenses or objections to the service thereof.

4. Counterclaim Defendant Mellon Investor Services LLC admits by its undersigned counsel that it has been properly served with the Amended Answer and Counterclaim in the above-captioned matter and waives any and all defenses or objections to the service thereof.

5. Counterclaim Defendants JP Morgan SBIC LLC and Sixty Wall Street SBIC Fund, L.P., admit by their undersigned counsel that they have been properly served with the Amended Answer and Counterclaim in the above-captioned matter and waive any and all defenses or objections to the service thereof.

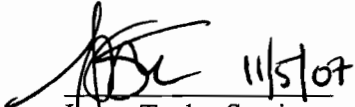
6. Counterclaim Defendants The Megunticook Fund II, L.P. and The Megunticook Side Fund II, L.P., admit by their undersigned counsel that they have been properly served with the Amended Answer and Counterclaim in the above-captioned matter and waive

any and all defenses or objections to the service thereof.

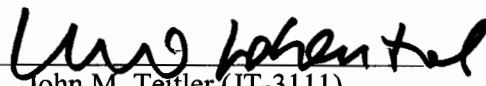
7. Counterclaim Defendants Kevin O'Hare and Jeffrey Koester admit by their undersigned counsel that they have been properly served with the Amended Answer and Counterclaim in the above-captioned matter and waive any and all defenses or objections to the service thereof.

Dated: New York, NY
November 5, 2007

So Ordered


Laura Taylor Swain
United States District Judge

TEITLER & TEITLER

By 
John M. Teitler (JT-3111)
Nicholas W. Lobenthal (NL-1451)

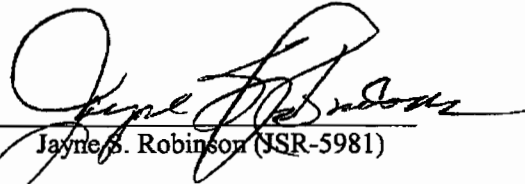
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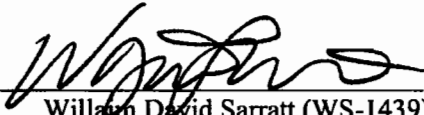
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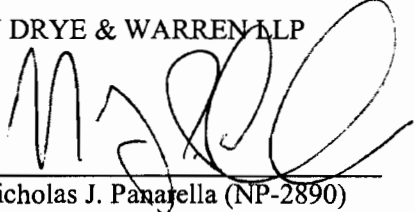
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